

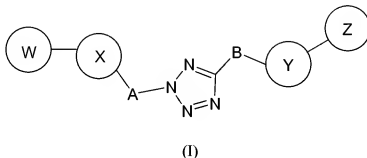
AMENDMENTS TO THE CLAIMS

Please amend the claims as follows. This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-46 (Canceled)

47. (New) A compound of the Formula (I):



wherein:

X is phenyl;
Y is 2-pyridyl;
A is C₀ alkyl,
B is C₀ alkyl,

X is optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R⁴, -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C₁₋₆alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), or -N(C₀₋₆alkyl)(aryl) groups; A is -C₀alkyl, B is -C₀alkyl,

Y is optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR⁵, -NR⁵R⁶, -C(=NR⁵)NR⁶R⁷, -N(=NR⁵)NR⁶R⁷, -NR⁵COR⁶, -NR⁵CO₂R⁶, -NR⁵SO₂R⁸, -NR⁵CONR⁶R⁷, -SR⁸, -SOR⁸, -SO₂R⁸, -SO₂NR⁵R⁶, -COR⁵, -CO₂R⁵, -CONR⁵R⁶, -C(=NR⁵)R⁶, or

-C(=NOR⁵)R⁶ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C₁₋₆alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), or -N(C₀₋₆alkyl)(aryl) groups;

W is -C₃₋₇cycloalkyl, -heteroC₃₋₇cycloalkyl, -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents;

Z is -C₃₋₇cycloalkyl, -heteroC₃₋₇cycloalkyl, -C₀₋₆alkylaryl, or -C₀₋₆alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁₋₆alkyl, -C₁₋₆alkenyl, -C₁₋₆alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents;

one of W and Z is optionally absent;

R¹, R², and R³ each independently is -C₀₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

R⁴ is -C₁₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

R⁵, R⁶, and R⁷ each independently is -C₀₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

R⁸ is -C₁₋₆alkyl, -C₃₋₇cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C₁₋₆alkyl, -O(C₀₋₆alkyl), -O(C₃₋₇cycloalkyl), -O(aryl), -N(C₀₋₆alkyl)(C₀₋₆alkyl), -N(C₀₋₆alkyl)(C₃₋₇cycloalkyl), -N(C₀₋₆alkyl)(aryl) substituents;

R⁹ and R¹⁰ each independently is -C₀-6alkyl, -C₃-7cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), -N(C₀-6alkyl)(aryl) substituents; and
any N may be an N-oxide;
or a pharmaceutically acceptable salt thereof.

48. (New) The compound according to Claim 47 wherein:

X is phenyl, which is optionally substituted with 1-5 independent halogen, -CN, NO₂, -C₁-6alkyl, -C₁-6alkenyl, -C₁-6alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C₁-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) groups.

49. (New) The compound according to Claim 47 wherein:

Y is 2-pyridyl, which is optionally substituted with 1-4 independent halogen, -CN, NO₂, -C₁-6alkyl, -C₁-6alkenyl, -C₁-6alkynyl, -OR⁵, -NR⁵R⁶, -C(=NR⁵)NR⁶R⁷, -N(=NR⁵)NR⁶R⁷, -NR⁵COR⁶, -NR⁵CO₂R⁶, -NR⁵SO₂R⁸, -NR⁵CONR⁶R⁷, -SR⁸, -SOR⁸, -SO₂R⁸, -SO₂NR⁵R⁶, -COR⁵, -CO₂R⁵, -CONR⁵R⁶, -C(=NR⁵)R⁶, or -C(=NOR⁵)R⁶ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C₁-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C₁-6alkyl, -O(C₀-6alkyl), -O(C₃-7cycloalkyl), -O(aryl), -N(C₀-6alkyl)(C₀-6alkyl), -N(C₀-6alkyl)(C₃-7cycloalkyl), or -N(C₀-6alkyl)(aryl) groups.

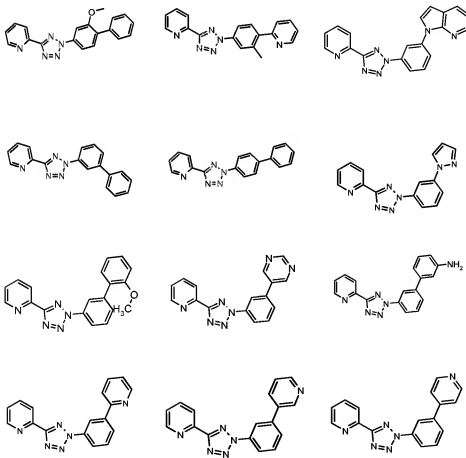
50. (New) The compound according to Claim 47 wherein:

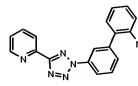
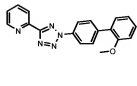
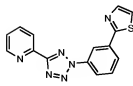
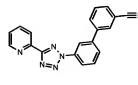
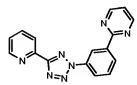
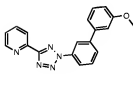
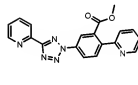
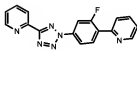
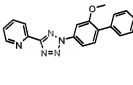
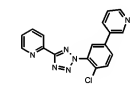
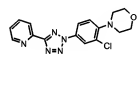
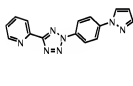
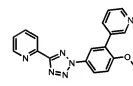
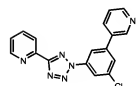
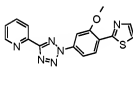
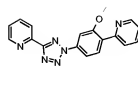
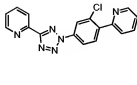
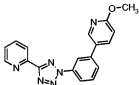
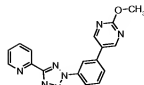
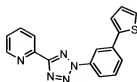
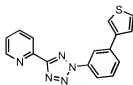
W is -C₀-6alkylaryl, or -C₀-6alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO₂, -C₁-6alkyl, -C₁-6alkenyl, -C₁-6alkynyl, -OR¹, -NR¹R², -C(=NR¹)NR²R³, -N(=NR¹)NR²R³, -NR¹COR², -NR¹CO₂R², -NR¹SO₂R⁴, -NR¹CONR²R³, -SR⁴, -SOR⁴, -SO₂R⁴, -SO₂NR¹R², -COR¹, -CO₂R¹, -CONR¹R², -C(=NR¹)R², or -C(=NOR¹)R² substituents.

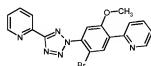
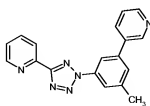
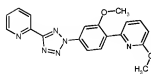
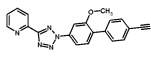
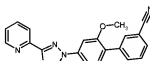
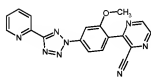
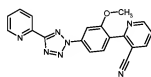
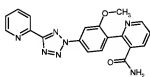
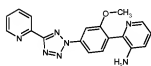
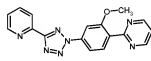
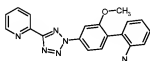
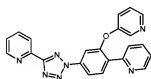
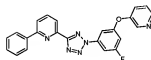
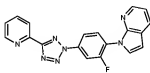
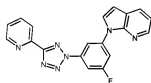
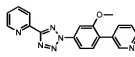
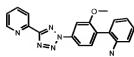
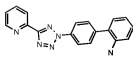
51. (New) A compound which is selected from the group consisting of:

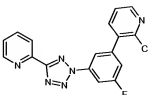
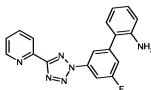
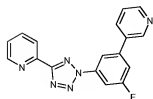
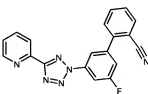
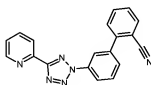
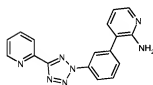
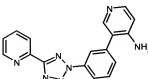
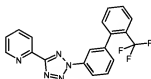
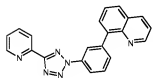
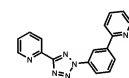
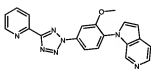
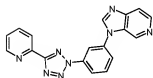
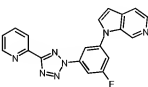
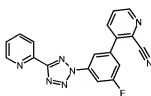
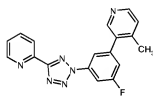
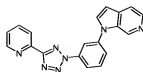
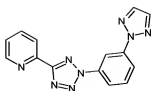
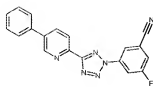
- 1-methyl-3-[3-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)phenyl]imidazolidin-2-one;
2-[2-(4-pyridin-2-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-(4-pyridin-4-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-{2-[3-(1*H*-imidazol-1-yl)phenyl]-2*H*-tetrazol-5-yl}pyridine;
2-[2-(2-pyrazin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-(4-morpholin-3-ylphenyl)-2*H*-tetrazol-5-yl]pyridine;
2-[2-[3-(2*H*-tetrazol-5-yl)phenyl]-2*H*-tetrazol-5-yl]pyridine; and
2-pyridin-2-yl-5-(5-pyridin-2-yl-2*H*-tetrazol-2-yl)benzonitrile;
or a pharmaceutically acceptable salt thereof.

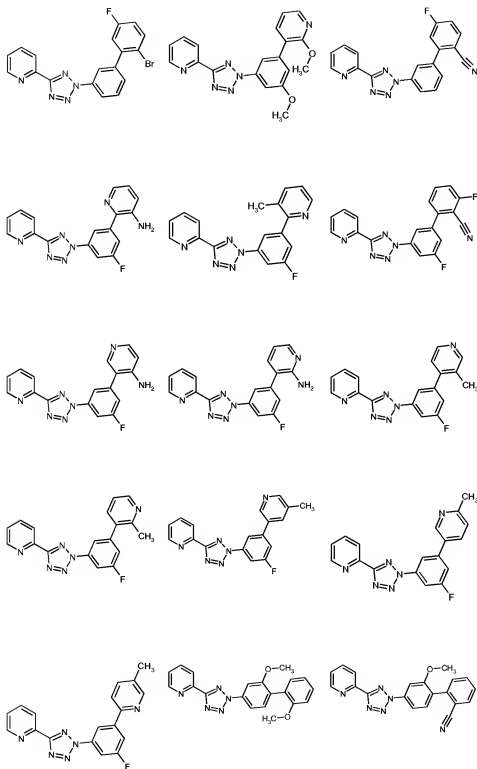
52. (New) A compound which selected from the group consisting of:

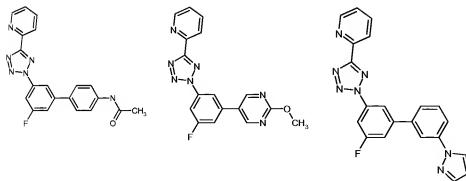
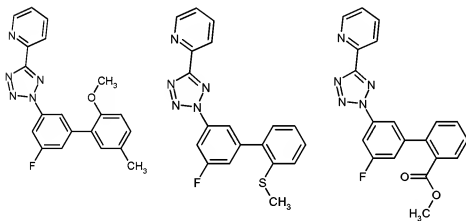
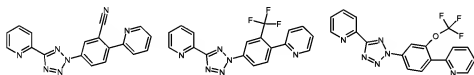
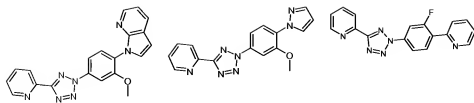


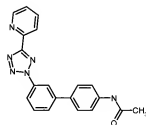
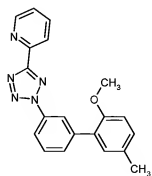
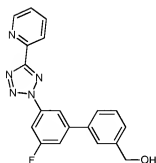
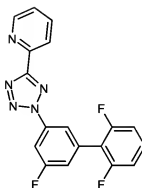
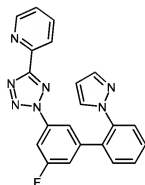
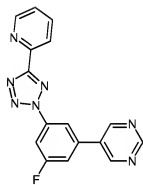
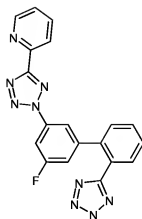
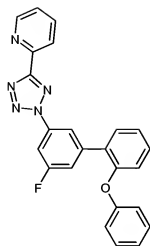
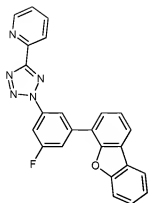


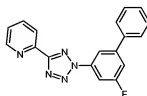
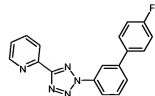
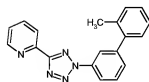
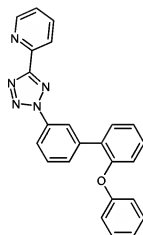
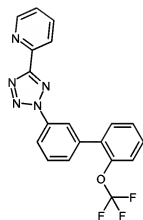
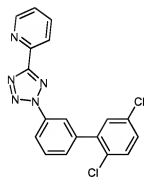
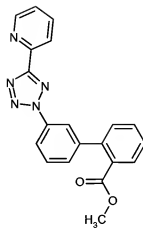
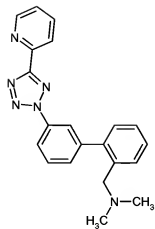
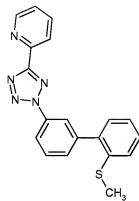


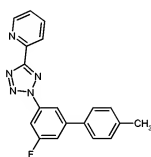
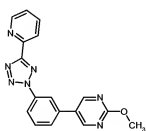
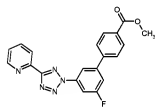
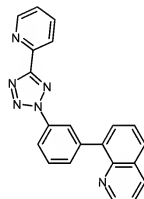
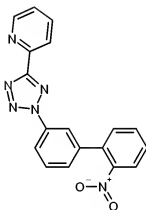
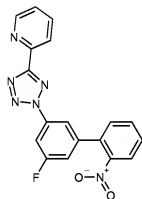
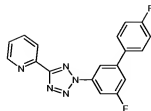
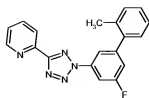
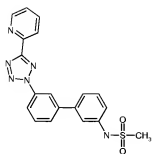


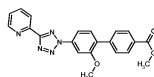
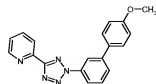
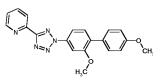
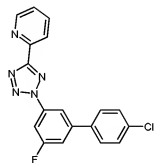
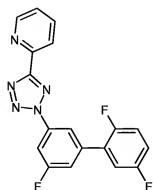
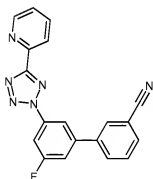
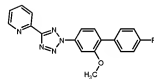
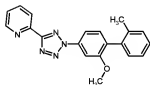
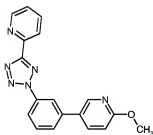
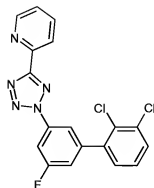
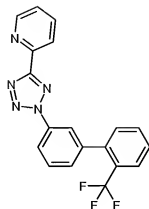
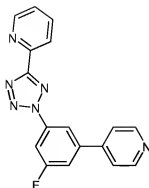


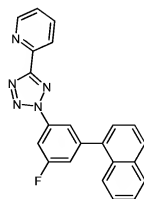
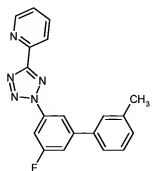
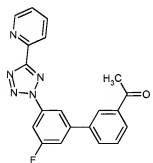
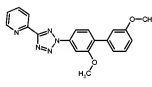
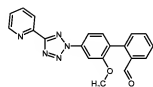
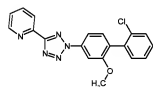
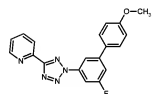
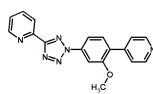
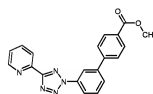
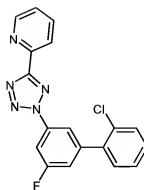
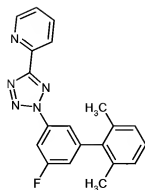
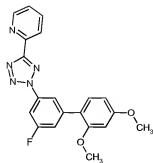


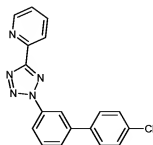
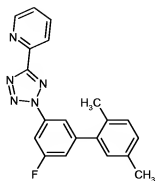
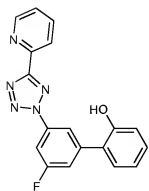
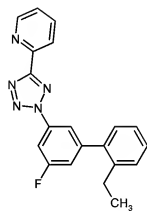
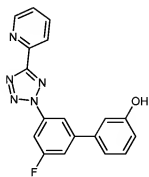
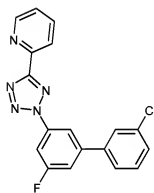
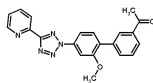
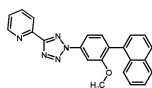
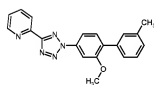
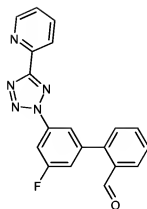
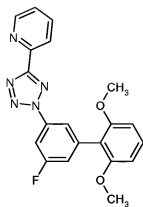
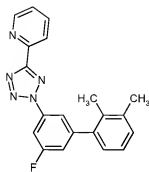


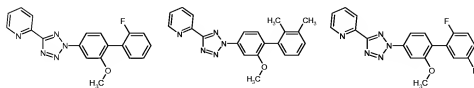
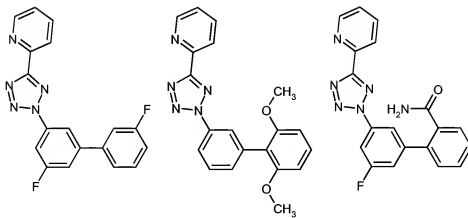
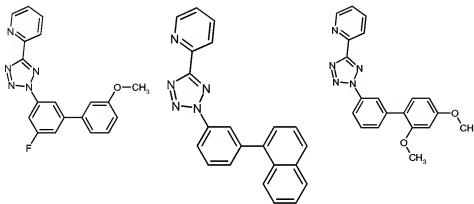
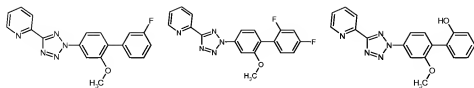


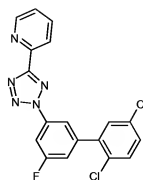
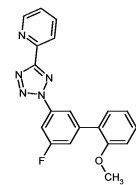
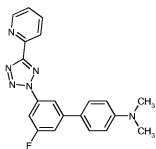
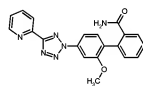
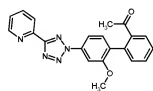
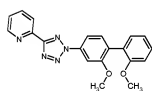
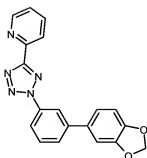
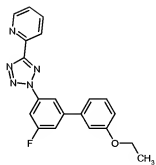
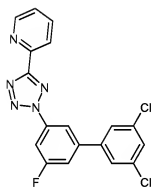
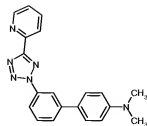
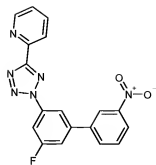
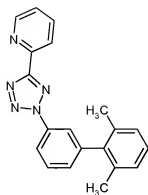


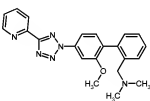
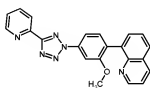
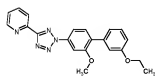
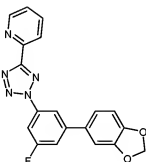
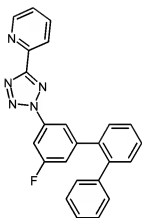
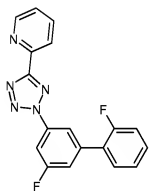
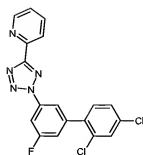
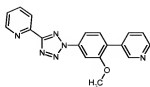
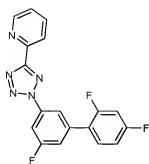


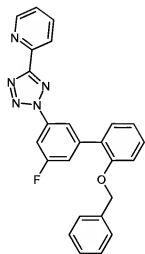
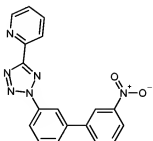
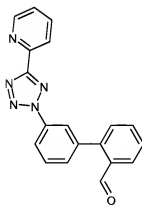
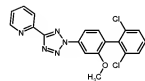
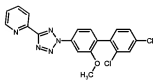
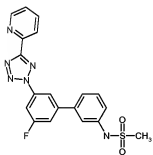
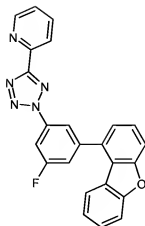
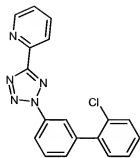
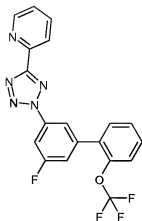


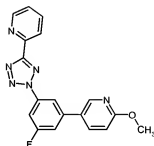
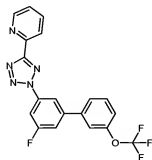
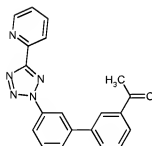
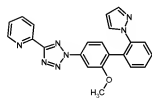
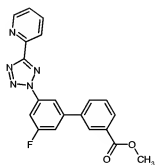
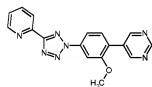
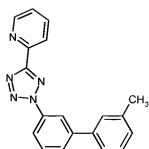
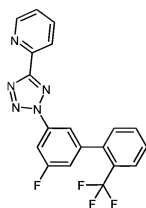
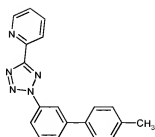


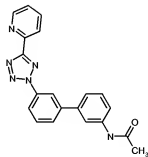
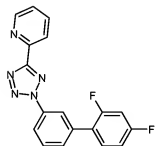
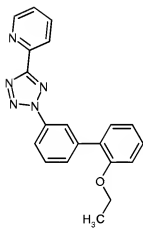
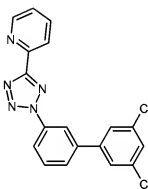
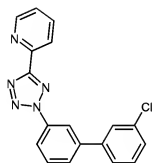
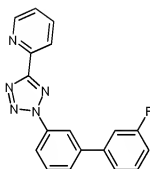
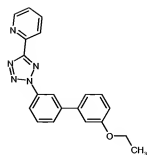
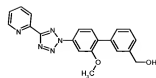
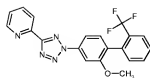


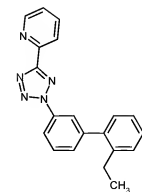
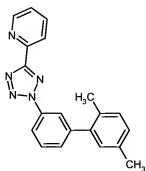
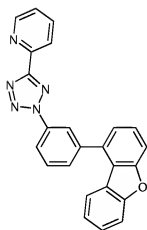
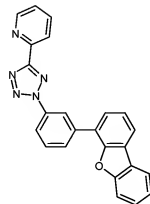
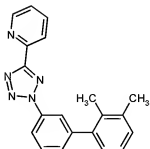
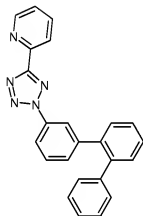
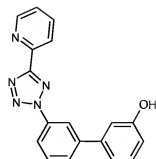
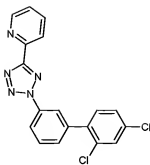
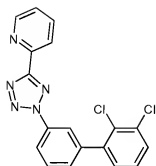


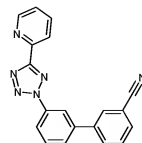
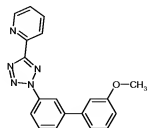
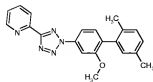
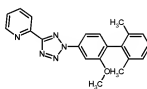
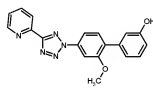
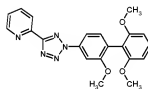
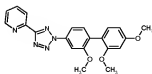
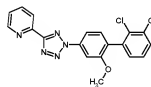
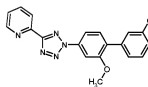
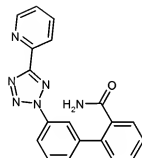
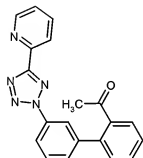
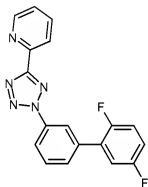
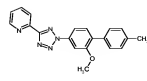
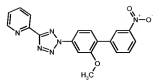
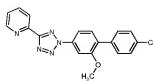


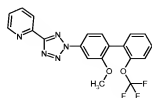
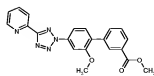
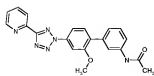
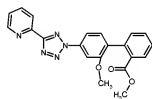
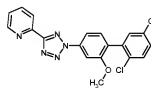
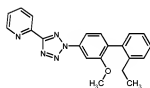
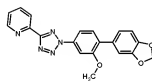
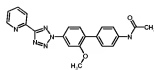
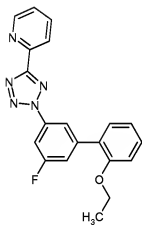
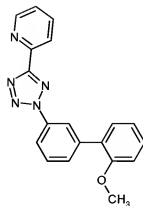
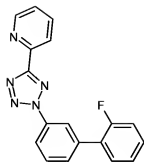
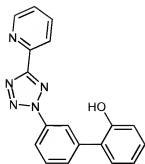


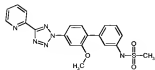
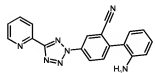
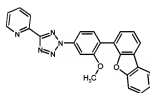
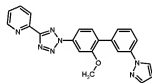
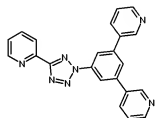
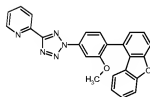
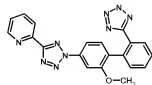
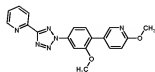
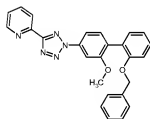
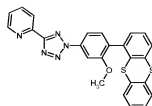
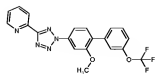
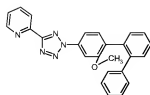




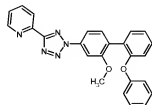








and



or a pharmaceutically acceptable salt thereof.

53. (New) A pharmaceutical composition comprising the compound of Claim 47, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

54. (New) A pharmaceutical composition comprising the compound of Claim 51, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

55. (New) A pharmaceutical composition comprising the compound of Claim 52, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.